

EXHIBIT C

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK**

MGF SOURCING US, LLC,

Plaintiff,

-against-

LA SENZA INTERNATIONAL, LLC, LA SENZA
INTERNATIONAL CANADA, LLC and LA
SENZA CANADA, INC.,

Defendants.

Index No.: 657213/2019

IAS Part 60

Motion Seq. No. 002

Hon. Marcy S. Friedman

**STIPULATION AND
[PROPOSED] ORDER**

WHEREAS, Plaintiff MGF Sourcing US, LLC (“Plaintiff” or “MGF”) commenced this action on December 5, 2019 against La Senza International, LLC, La Senza International Canada, LLC, and La Senza Canada, Inc. (collectively, “Defendants”) for breach of contract, reclamation and declaratory and injunctive relief seeking recovery of amounts that Defendants failed to pay for goods shipped to Defendants under a Master Sourcing Agreement with MGF, and for reclamation of certain of the goods;

WHEREAS, on December 5, 2019, MGF also filed an Order to Show Cause for a Preliminary Injunction and Temporary Restraining Order (Motion Seq. No. 002) in connection with its November 22, 2019 Reclamation Demand;

WHEREAS, on December 6, 2019, Defendants remitted to MGF payment of \$2.5 million as partial payment for the reclaimed goods, with \$416,880 remaining as owed for the reclaimed goods;

WHEREAS, Defendants’ payment was remitted to Plaintiff via wire transfer, and Plaintiff confirmed receipt of such funds. Plaintiff and Defendants will work together to match

Defendants' \$2.5 million payment against the invoices for the goods that were subject to Plaintiff's reclamation demand and to determine the final account and invoices owed for the reclaimed goods;

WHEREAS, in exchange for the payment and Defendants' recognition of the remaining amount due on the reclaimed goods owed, Plaintiff agreed not to seek reclamation of the goods that are subject to Plaintiff's reclamation demand;

IT IS HEREBY STIPULATED AND AGREED by and between parties hereto, through their undersigned counsel and subject to the approval of the Court, as follows:

1. Plaintiff's claims for reclamation and declaratory judgment shall be dismissed, with prejudice and without costs as against any party;
2. Plaintiff's Order to Show Cause for Preliminary Injunction and Temporary Restraining Order (Motion Seq. No. 002) is hereby withdrawn;
3. Plaintiff shall withdraw its claims for reclamation and declaratory judgment;
4. Plaintiff's remaining claims contained in its Verified Complaint, including for breach of contract, remain pending;
5. The Parties will continue to negotiate in good faith to resolve the remaining issues between them with all parties reserving all rights as to such remaining issues.

IT IS FURTHER STIPULATED AND AGREED that this Stipulation may be executed in one or more counterparts, and that electronic signatures shall be deemed the same as an original for purposes of this stipulation.

Dated: New York, New York
December 10, 2019

/s/ Lamina Bowen

Lamina Bowen
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/s/ Jacqueline A. Meese-Martinez

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SO ORDERED, this ____ day of _____, 2019.

Hon. Marcy S. Friedman, J.S.C.



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657213/2019

MGF Sourcing US, LLC v. La Senza International, LLC et al

Assigned Judge: Marcy Friedman

Documents Received on 12/10/2019 10:35 PM

Doc #	Document Type
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11	STIPULATION - OTHER - (REQUEST TO SO ORDER) Stipulation and [Proposed] Order Withdrawing Plaintiff's Order to Show Cause for Preliminary Injunction and Temporary Restraining Order (Motion Seq. No. 002)
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Filing User

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LAMINA BOWEN - LAMINA.BOWEN@kirkland.com

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Hon. Milton A. Tingling, New York County Clerk and Clerk of the Supreme Court

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